



C O R P O R A T I O N

24050

July 25, 2002

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SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 1130 (a) are three (3) copies of an Memorandum of Lease, dated August 31, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	ICX Corporation 2 Summit Park Drive – Suite 300 Cleveland, OH 44131
Lessee:	Chicago Freight Car Leasing Co. One O'Hare Center 6250 North Riverside Road – Suite 7000 Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is:

10 Thrall 2001 3230 Cubic Foot 110 ton Pressure Differential Railcars bearing identification numbers CRDX 3040-3049.

A short summary of the document to appear in the index follows:

Memorandum of Lease between ICX Corporation, Lessor, Chicago Freight Car Leasing Co., Lessee, covering 10 Thrall 2001 3230 Cubic Foot 110 ton Pressure Differential Railcars bearing identification numbers CRDX 3040-3049.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board cover the required recordation fee.

ICX CORPORATION

2 Summit Park Drive

Suite 300

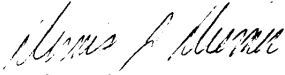
Cleveland, OH 44131

(216) 328-8700 • Fax (216) 328-8710

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

ICX CORPORATION

A handwritten signature in cursive script, appearing to read "Dennis J. Diemer".

Dennis J. Diemer
Vice President & Assistant General Counsel

~~CONFIDENTIAL~~ 24050 RB

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MEMORANDUM OF LEASE

(Equipment Lease Schedule No. 002A)

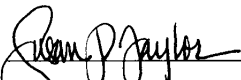
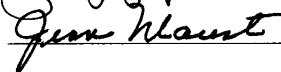
~~CONFIDENTIAL~~ SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of August 31, 2001 by and between ICX Corporation, an Ohio corporation having its principal place of business at 2 Summit Park Drive, Suite 300, Cleveland, Ohio 44131 ("Lessor") and Chicago Freight Car Leasing Co., a Delaware corporation having its principal place of business at One O'Hare Center, 6250 North Riverside Road, Suite 7000, Rosemont, Illinois 60018 ("Lessee").

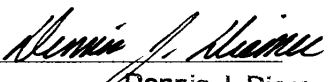
1. Lessor is the owner of ten (10) Thrall 2001 3230 Cubic Foot 110 ton Pressure Differential Railcars bearing identification numbers CRDX 3040-3049 (collectively, the "Railcars").
2. Lessor and Lessee have entered into a Master Lease Agreement dated July 1, 1999 pursuant to which Lessor will lease the Railcars to Lessee for an initial term of nineteen years commencing November 1, 2001.
3. Lessee has granted to Lessor a security interest in, and made a collateral assignment of, any subleases covering the Railcars now existing or arising hereafter and proceeds thereof to the extent related to the Railcars.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first above written.


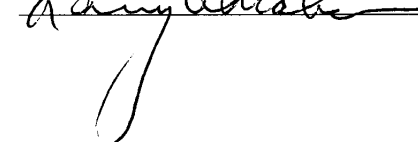
Signed and acknowledged
in the presence of:

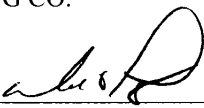
ICX CORPORATION, Lessor

By: 
Name/Title: Dennis J. Diemer
Vice President

Signed and acknowledged
in the presence of:

CHICAGO FREIGHT CAR
LEASING CO.

By: 
Name/Title: DALE E. BLASZ
VICE PRESIDENT-FINANCE

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by DENNIS J. DIEMER its VICE PRESIDENT who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 2nd day of JULY, 2002.

Debra A. Grim

Notary Public

DEBRA A. GRIM

NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Chicago Freight Car Leasing Co., a Delaware corporation (the "Corporation"), by DALE PUTZ its Vice President who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Rosemont, Illinois, this 18th day of July, 2002.

Laura C. Kobus
Notary Public

